

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

BALLY TOTAL FITNESS HOLDING
CORPORATION,

Plaintiff,

v.

LIBERATION INVESTMENTS, L.P.,
LIBERATION INVESTMENTS, LTD.,
LIBERATION INVESTMENT GROUP LLC
and EMANUEL R. PEARLMAN,

Defendants.

Civil Action No. 05-841-JJF

DEFENDANTS' (PROPOSED) SCHEDULING ORDER

The Court orders the following discovery schedule:

- On or before **December 10, 2005** at 12:00 p.m. EST, Bally will provide a letter to defendants setting forth the disclosures it contends defendants have failed to make (in violation of Sections 13(d) and 14(a) of the Securities Exchange Act of 1934) and which Bally will pursue at the preliminary injunction hearing in this matter.
- The parties must serve their interrogatories and requests for production no later than **December 12, 2005** at 1:00 p.m. EST;
- The parties shall serve their responses to interrogatories and requests for production and shall produce documents on or before the close of business on **December 16, 2005**;
- The parties shall take the depositions of fact witnesses between **December 19** and **December 30, 2005**;
- The parties shall serve requests for admission by **December 23, 2005**;

- Bally shall produce any expert report on or before **December 27, 2005** and the deposition of its expert shall be taken by **January 2, 2006**. The defendants shall serve their rebuttal expert report, if any, by **January 6, 2006** and the deposition of their rebuttal expert shall be taken by **January 9, 2006**.

The Court orders the following limits on discovery. For the purposes of these limits, defendants collectively are a "party."

- Each party will take no more than seven fact witness depositions;
- Each party will serve no more than 10 interrogatories;
- Each party will serve no more than 25 requests for production; and
- Each party will serve no more than 15 requests for admission.

A preliminary injunction hearing will be held on **January 11, 2006**. In connection with that hearing, the Court orders that:

- Bally will serve and file its opening brief on or before **January 2, 2006 at noon**;
- Defendants will serve and file their answering brief on or before **January 9, 2006 at noon**; and
- Bally will serve and file its reply brief on or before **January 10, 2006 at noon**.

Opening and opposition briefs may be no more than 30 pages, and the reply brief may be no more than 15 pages. To the extent that 50 pages or more of exhibits accompany any brief, the party filing that brief shall serve the opposing party with both electronic and paper copies of the filing.

IT IS SO ORDERED.

Dated: December ___, 2005

Honorable Joseph J. Farnan, Jr.